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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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**JOINT STIPULATION AND ORDER AMONG THE
REORGANIZED DEBTORS, GENERAL MOTORS LLC AND THE
UNITED STATES OF AMERICA TO MODIFY SEALING ORDER**

This stipulation and order (this "Stipulation") is entered into by and among DPH Holdings Corp. ("DPH Holdings" or "DPH," and, together with certain of its affiliated reorganized debtors in the above-captioned chapter 11 cases the "Reorganized Debtors"), General Motors LLC ("New GM") and the United States of America, along with its agencies and employees (the "United States," and collectively with the Reorganized Debtors and New GM, the "Parties," and each individually, a "Party").

RECITALS

WHEREAS, on July 3, 2013, the Reorganized Debtors filed the *Ex Parte Application for an Order Authorizing the Filing of Redacted Documents* (the “Sealing Application”) [Docket No. 22074] and the *Reorganized Debtors’ Motion for an Order to Compel Compliance With, and to Implement, the Modified Plan, Plan Modification Order and Related Documents* (the “Motion to Compel”) [Docket No. 22075];¹ and

WHEREAS, on July 9, 2013, this Court entered an order approving the Sealing Application (the “Sealing Order”) [Docket No. 22078], which, among other things (a) authorized the Reorganized Debtors to file the Motion Compel and certain exhibits in support of the Motion to Compel, including Exhibit 3.1.1.E to the Master Disposition Agreement (the “Funding Agreement”), in redacted form and (b) provided that any documents filed in response to the Motion to Compel that refer to or quote the Funding Agreement (or any projections thereunder) shall be filed under seal; and

WHEREAS, on July 18, 2013, New GM filed the *Objection by General Motors LLC to (I) Reorganized Debtors’ Motion for an Order to Compel Compliance With, and to Implement, the Modified Plan, Plan Modification Order and Related Documents, and (II) Reorganized Debtors’ Motion for Final Decree and Order Pursuant to 11 U.S.C. §§ 105, 350(a), and 1142, Fed. R. Bankr. P. 3022, and Local Bankr. R. 3022-1 Closing the Bankruptcy Cases and Providing Related Relief* (the “Objection”); and

¹ Capitalized terms used but not otherwise defined herein shall be ascribed the meanings provided in the Motion to Compel.

WHEREAS, on July 24, 2013, the United States filed the *Statement of the United States of America in Support of the Reorganized Debtors' Motion for an Order to Compel Compliance With, and to Implement, the Modified Plan, Plan Modification Order and Related Documents* [Docket No. 22100], whereby the United States, among other things, asserted that neither the Reorganized Debtors nor New GM set forth a legitimate basis for filing documents under seal in accordance with the Sealing Order; and

WHEREAS, the Parties seek to address, in part, the United States' issues concerning the Sealing Order by modifying the terms of the Sealing Order.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among counsel for the Reorganized Debtors, New GM and the United States:

1. The foregoing recitals are hereby fully incorporated into and made an express part of this Stipulation.

2. The Reorganized Debtors and New GM are authorized to provide the United States with the Funding Agreement, excluding Attachment A thereto.

3. The United States shall maintain the confidentiality of the Funding Agreement in accordance with the Sealing Order, except as provided in paragraphs 4 and 5, below. Except as expressly provided herein, the Parties reserve all rights with respect to the terms of the Sealing Order.

4. This Order shall not restrict the transfer of the Funding Agreement by the United States in response to a subpoena, Freedom of Information Act request, Congressional inquiry or discovery demand in another proceeding in a court of competent jurisdiction; provided, however, that the United States must provide the

Reorganized Debtors and New GM, through their counsel, at least ten days' written notice in advance of any such transfer.

5. Employees of the Department of Justice who are assigned to any pending criminal investigation or criminal matter shall have access to the Funding Agreement for their unrestricted use in such criminal investigation or criminal matter.

6. Each person who executes this Stipulation by or on behalf of the Parties warrants and represents that such person has been duly authorized and empowered to execute and deliver this Stipulation on behalf of that Party.

7. This Stipulation may be executed in any number of counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument, with facsimile and PDF signature pages deemed to be originals.

8. This Court shall retain jurisdiction to hear any matters or disputes arising from or relating to this Stipulation.

Dated: New York, New York
August 20, 2013

DPH Holdings Corp., et al.,
By Their Attorneys
TOGUT, SEGAL & SEGAL LLP
By:

/s/ Neil M. Berger
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Dated: New York, New York
August 20, 2013

GENERAL MOTORS LLC
By Its Attorneys
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By:

/s/ Scott Davidson
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Dated: New York, New York
August 20, 2013

PREET BHARARA
United States Attorney for the
Southern District of New York
By:

/s/ Cristine I. Phillips
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SO ORDERED:

this 21st day of August, 2013
in White Plains, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE